

BCBSD, INC.

CERTIFICATION OF SECRETARY

William E. Kirk, III, Corporate Secretary of BCBSD, Inc., does hereby certify that the following Resolution was duly adopted by the Board of Directors at a meeting held in Wilmington, Delaware on November 19, 2001:

WHEREAS, CareFirst, Inc., a Maryland not-for-profit corporation ("**CareFirst**"), proposes to be acquired pursuant to an Agreement and Plan of Merger (the "**Merger Agreement**"), by and among WellPoint Health Networks Inc., a Delaware for-profit corporation ("**Purchaser**"), CareFirst and Congress Acquisition Corp., a Maryland corporation ("**CFAC**"), whereby (1) CFAC will merge with and into CareFirst, with CareFirst surviving as a wholly-owned subsidiary of Purchaser (the "**Merger**") and (2) each outstanding share of CareFirst common stock will be converted into cash, subordinated notes, if any, and common stock of Purchaser, subject to the Merger Agreement;

WHEREAS, in connection with the Merger, each of CareFirst and BCBSD, Inc., a Delaware non-stock corporation (the "**Company**"), intends to convert from a non-profit, non-stock corporation to a for-profit, stock corporation, and CareFirst intends to issue shares of its capital stock to the appropriate tax-exempt entity designated by the appropriate governmental entities in amounts to be specified later;

WHEREAS, the conversion of the Company to a for-profit, stock corporation is to be effectuated by the amendment to the Amended and Restated Certificate of Incorporation of the Company, as filed with the Secretary of State of the State of Delaware on March 22, 2000 (the "**Certificate**"), and under Section 241(b)(3) of the Delaware General Corporation Law the Certificate cannot be amended unless the Board of Directors of the Company "adopt[s] a resolution setting forth the amendment proposed and declaring its advisability" and CareFirst, as the Sole Member of the Company subsequently votes in favor of such amendment,

WHEREAS, CareFirst seeks the approval of the Merger Agreement by the Board of Directors of the Company before CareFirst executes the Merger Agreement because the proposed Merger Agreement, subject to its terms and conditions, provides for the conversion of the Company into a for-profit, stock corporation by such an amendment to the Certificate of Incorporation,

WHEREAS, the Board of Directors has been provided with copies of the Merger Agreement and related documents, a summary of and presentation regarding the transaction, a fairness report of Credit Suisse First Boston as to the fairness of the Merger, from a financial point of view, and such other information as the Board has deemed relevant for its review of the proposed transaction, and

WHEREAS, the Board of Directors has determined that effectuation of the transactions provided in the Merger Agreement, including the conversion of the Company to a for-profit,

stock corporation by such an amendment to the Certificate, is in the best interests of the Company, its sole member, and its current and future insureds,

NOW, THEREFORE, be it hereby:

Approval of Merger and Merger Agreement

RESOLVED, that each of the Merger and the Merger Agreement is hereby approved.

RESOLVED, that the proper officers of the Company are hereby authorized to submit a plan of conversion to the appropriate regulatory agencies in the State of Delaware and in any other required jurisdiction as contemplated by the Merger Agreement and in such form as may be determined by such officers.

RESOLVED, that the proper officers of the Company are hereby authorized to prepare an amendment and restatement of the Company's Certificate to effectuate a conversion of the Company to a for-profit, stock corporation and to submit such amendment to the Board of Directors of the Company for approval in accordance with Section 241(b)(3) to be effective concurrently with and conditioned upon the Closing under the Merger Agreement.

RESOLVED, that the proper officers of the Company are hereby authorized to prepare an amendment and restatement of the Bylaws of the Company as necessary to effectuate a conversion of the Company to a for-profit, stock corporation and to submit such an amendment to the Board of Directors of the Company for approval to be effective concurrently with and conditioned upon Closing under the Merger Agreement.

RESOLVED, that the proper officers of the Company are hereby authorized to take the actions necessary to prepare for the issuance to CareFirst immediately after the filing of the aforesaid amendment to the Certificate of the Company of up to 1,000 shares of common stock of the Company in consideration for CareFirst's membership interest in the Company and in consideration for and conditioned upon CareFirst being obligated under the Merger Agreement to issue to a tax-exempt entity in Delaware a number of shares of the Common Stock of CareFirst representing the percentage of the aggregate value of CareFirst represented by the Company, as agreed among the regulators of Delaware, Maryland and the District of Columbia.

Regulatory Matters, BCBSA

RESOLVED, that the proper officers of the Company are hereby authorized and directed to make any regulatory filing, including any filing required by the Hart-Scott-Rodino Antitrust Improvements Act of 1976, and to take any and all actions

required by the Blue Cross and Blue Shield Association in connection with the completion and the fulfillment of the transactions contemplated by the Merger Agreement.

General

RESOLVED, that the proper officers of the Company are hereby authorized and directed to execute, in the name and on behalf of the Company and under its corporate seal or otherwise, all documents, certificates, applications, or other instruments and to take from time to time any and all other actions necessary or desirable to carry out the purposes of the foregoing resolutions, including, without limitation, the negotiation, execution and delivery of all appropriate closing document and certificates necessary or desirable in connection with the completion and the fulfillment of the transactions contemplated by the Merger Agreement.

Attest: _____

William E. Kirk, III

Corporate Secretary